

Law Offices of

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December 21, 2007

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

RECORDATION NO. 11188-4 FILED

DEC 21 '07 -2 0 0 PM

SURFACE TRANSPORTATION BOARD

Re: BNSF Railway Company
Notice of Termination and Release effective December 30, 2002 of
Lease of Railroad Equipment dated as of October 1, 1979

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, four original copies of the Notice of Termination and Release effective December 30, 2002, executed by First Union Rail Corporation, successor-in-interest to Bamerilease Capital Corporation (the "Lessor").

The enclosed is a secondary document and relates to the Lease of Railroad Equipment dated as of October 1, 1979, as supplemented (the "*Lease Agreement*") between BNSF Railway Company, as successor-by-merger to Burlington Northern Inc., as lessee (the "*Lessee*") and the Lessor, and which was recorded with the Interstate Commerce Commission as predecessor to the Surface Transportation Board on December 12, 1979 at 3:10 P.M. under recordation number 11188. A supplement of the Lease Agreement was also recorded with the Surface Transportation Board on September 3, 1998, at 1:06 P.M. under recordation number 21622.

The names and addresses of the parties to the enclosed documents are as follows:

| | |
|---------|---|
| Lessor: | First Union Rail Corporation 6250 River Road Rosemont, IL 60018 |
| Lessee: | BNSF Railway Company 2500 Lou Menk Drive Fort Worth, Texas 76131-2828 |

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The equipment covered by the aforesaid Notice of Termination and Release consists of all railroad equipment previously on file and subject to the Lease Agreement, as the same may have been supplemented or amended and consists of the following:

139 SD40-2 locomotives bearing the reporting marks and road numbers within the series BNSF 7206 through BNSF 8136 and 25 C30-7 locomotives bearing the reporting marks and road numbers within the series BNSF 5087 through BNSF 5111, all as more specifically indicated in the attached Exhibit A hereto.

A short summary of the document to appear in the index under both of the primary recordation numbers follows:

Notice of Termination and Release, effective December 30, 2002, of the Lease of Railroad Equipment dated as of October 1, 1979, between BNSF Railway Company, successor-by-merger to Burlington Northern Inc., as lessee and First Union Rail Corporation, successor-in-interest to Bamerilease Capital Corporation, as lessor.

Fees of seventy dollars (\$70.00) are enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312)-845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

BY


Patrick Vining

Enclosures

Law Offices of
CHAPMAN AND CUTLER LLP

EXHIBIT A

UNITS

| EQUIPMENT | UNIT QUANTITY | REPORTING MARKS AND ROAD NUMBERS |
|---------------------------|----------------------|--|
| SD40-2 Locomotives | 139 | BNSF 7206 through BNSF 7220, inclusive, BNSF 7222 through BNSF 7227, inclusive, BNSF 7236 through BNSF 7240, inclusive, BNSF 7242 through BNSF 7271, inclusive, BNSF 7273 through BNSF 7291, inclusive, BNSF 7500, BNSF 7924 through BNSF 7940, inclusive, BNSF 8090 through BNSF 8111, inclusive, BNSF 8113 through BNSF 8136, inclusive |
| C30-7 Locomotives | 25 | BNSF 5087 through BNSF 5111, inclusive |

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NOTICE OF TERMINATION AND RELEASE

SURFACE TRANSPORTATION BOARD

This NOTICE OF TERMINATION AND RELEASE, effective the 30th day of December, 2002, is made by FIRST UNION RAIL CORPORATION whose mailing address is One O'Hare Centre, 6250 River Road, Suite 5000, Rosemont, Illinois, 60018.

First Union Rail Corporation hereby acknowledges and confirms the following:

1. The locomotives described in attached Exhibit A are subject to that certain Lease of Railroad Equipment dated as of October 1, 1979 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "*Lease Agreement*"), between First Union Rail Corporation, successor-in-interest to Bamerilease Capital Corporation, as lessor, and BNSF Railway Company, successor-by-merger to Burlington Northern Inc., as lessee;

2. Notice is hereby given that the Lease Agreement has been terminated in full.

IN WITNESS WHEREOF, the party hereto has caused this Notice of Termination and Release to be duly executed by their duly authorized representative as of this 21st day of December, 2007.

FIRST UNION RAIL CORPORATION

By: 

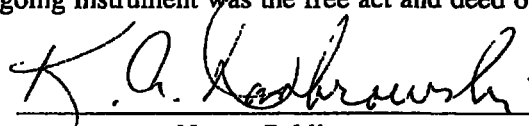
Name: John J. Thomas

Title: President

STATE OF ILLINOIS

COUNTY OF COOK

On this 20th day of December, 2007, in Cook County, Illinois, before me personally appeared John J. Thomas, to me personally known, who being by me duly sworn, says that [s]he is the President, of FIRST UNION RAIL CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[NOTARIAL SEAL]

My Commission Expires:

10-7-2009

(Notary Public)

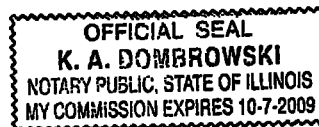


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| C30-7 Locomotives | 25 | BNSF 5087 through BNSF 5111, inclusive |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/21/07



Robert W. Alvord